

**A RESOLUTION
BY COUNCILMEMBER KWANZA HALL**

KHLS

08-R-2132

A RESOLUTION AUTHORIZING THE MAYOR TO ENTER INTO AN APPROPRIATE CONTRACTUAL AGREEMENT WITH TERRANCE OSLEY, PURSUANT TO CHAPTER 2, ARTICLE X, DIVISION 4, SECTION 2-1191.1 OF THE PROCUREMENT AND REAL ESTATE CODE, OF THE CITY OF ATLANTA CODE OF ORDINANCES, FOR A REVIEW OF THE CITY'S FINANCIAL OPERATIONS AND POLICIES, IN AN AMOUNT NOT TO THREE HUNDRED THOUSAND DOLLARS AND NO CENTS (\$300,000.00); ALL CONTRACTED WORK SHALL BE CHARGED TO AND PAID FROM FUND, DEPARTMENT ORGANIZATION AND ACCOUNT NUMBER 1001 100101 523001 1512000; AND FOR OTHER PURPOSES.

WHEREAS, the City of Atlanta (hereinafter "City"), like many local governments, has been impacted by national economic conditions resulting in reduced revenue from local sources and a decreased revenue share from State and Federal authorities; and

WHEREAS, the Mayor committed to the City Council that a thorough review of the City's financial operations and policies be conducted; and

WHEREAS, the City is in the process of hiring a new senior team to lead the Department of Finance and is directing that team to develop and implement a "turnaround" plan for the Department (the "Turnaround Team"); and

WHEREAS, the Turnaround Team will include highly experienced Certified Public Accountants with the financial and accounting skills uniquely suited for the implementation of the reform plan; and

WHEREAS, the Chief Procurement Officer, in consultation with the Chief Operating Officer, has determined that an unusual or unique situation exists that makes the application of all requirements of competitive sealed bidding or competitive sealed proposals contrary to the public interest and, as such, deems it necessary and in the best interests of the City to provide for the immediate procurement of professional services from Mr. Terrance Osley.

THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES that the Mayor is hereby authorized under the authority of §2-1191.1 of Article X, Procurement And Real Estate Code, of the City of Atlanta, Code of Ordinances, to execute, on behalf of the City of Atlanta, an Agreement with Mr. Terrance Osley, for the development and execution of a turnaround plan for the Department of Finance, in an amount not to exceed Three Hundred Thousand Dollars and No Cents (\$300,000.00).

BE IT FURTHER RESOLVED, that all contracted work shall be charged to and paid from Fund, Department Organization and Account number 1001 100101 523001 1512000.

BE IT FURTHER RESOLVED, that the Agreement shall be for a period not to exceed fifteen (15) months.

BE IT FURTHER RESOLVED, that the City Attorney be and is hereby directed to prepare the appropriate contractual agreement for execution by the Mayor.

BE IT FINALLY RESOLVED, that said contractual agreement shall not become binding upon the City, and the City shall incur no liability upon the same until such contract is approved by the City Attorney as to form, executed by the Mayor, attested to by the Municipal Clerk, and delivered to the contracting parties.

STATE OF GEORGIA

COUNTY OF FULTON

AGREEMENT FOR MANAGEMENT SERVICES

This Agreement, made and entered into on this the 3^d day of November, 2008, by and between the CITY OF ATLANTA, a municipal corporation of the State of Georgia, (hereinafter referred to as the "CITY"), and TERRANCE B. OSLEY (hereinafter referred to as "CONSULTANT").

WHEREAS, the CITY has launched a project to develop and implement a "turnaround" plan for the various operations and business processes of the Department of Finance; and

WHEREAS the City has determined that assistance is needed in the development and execution of that plan by person or persons with requisite skills in the areas of finance business process redesign, organizational restructuring, skills assessment, and financial information and systems management; and

WHEREAS the CONSULTANT has strong capabilities in all of these areas as demonstrated by his education and extensive consultant and operational experience; and

WHEREAS, the City of Atlanta wishes to engage the contractual services of the CONSULTANT to support the Chief Financial Officer in the development, design, and execution of the "turnaround plan"; and

WHEREAS, the Mayor has certified the necessity of this professional services agreement; and

WHEREAS, the Mayor is authorized to enter into this Agreement by certain legislation, specifically 08-R-xxxx, adopted by Council on November xx, 2008 and approved by the Mayor, November xx, 2008 which is attached hereto as Exhibit "A".

NOW THEREFORE, in consideration of the promises and mutual covenants hereinafter contained, the parties hereto do agree as follows:

Paragraph One

Scope of Work and Consultant Responsibilities

The CONSULTANT will provide managerial assistance, advice and consultation as requested by the Chief Financial Officer (CFO). Such work and consultation may include but is not limited to:

1. Development and implementation of a "turnaround plan" for the operation and business processes of the Department of Finance.
2. Assistance with the development, communication, and implementation of initiatives stemming from the "turnaround plan".
3. Assistance with the day-to-day operating activities of the various units within the Department of Finance as directed by the CFO.
4. Assistance with the ongoing implementation of the Oracle financial system and any business process redesign of other operational and organization structural changes required to extract full value from the ERP system.
5. Assistance with the development of monthly, quarterly and annual financial reports and other financial management information and all processes necessary thereto.
6. Other managerial assistance, advice and consultation as requested by the CFO.

Paragraph Two

CONSULTANT agrees to perform the work described above in accordance with the highest standards in the profession for a term not to exceed 15 months, whether continuously or intermittently.

Paragraph Three

During the term of this Agreement, CONSULTANT shall report to and be directed by the Chief Financial Officer; however, as an independent contractor, CONSULTANT shall enjoy at all times the right to control the time, manner and method of the performance of his work.

Paragraph Four

The CITY agrees to provide CONSULTANT with the use of temporary office space, furniture, equipment, parking and supplies as needed, as well as office support and clerical assistance during the contract term. The CITY will

reimburse CONSULTANT for normal and ongoing out-of-pocket expenses incurred while carrying out the services required hereunder.

Paragraph Five

In consideration for such managerial consultant services, the CITY agrees to pay the CONSULTANT at the rate of \$20,000 per month.

Paragraph Six

The parties agree that service hereunder shall not acquire civil service rights or employee benefits, including paid vacation or sick leave, or any additional pension rights by virtue of this Agreement.

Paragraph Seven

Either party upon thirty (30) days prior written notice to the other may terminate this agreement.

Paragraph Eight

Compensation to CONSULTANT for services performed under this agreement shall be as provided in paragraph three, to be charged to and paid from fund account center number 1C51 524001 xxxxx (xxxxx Fund; Consultant/Professional Services; xxx).

Paragraph Nine

CONSULTANT shall maintain all appropriate licenses and certifications relevance to the performance of his duties as provided herein throughout the term of the agreement.

Paragraph Ten

The parties hereto agree that the terms of this Agreement, as contained herein, shall constitute the whole and entire agreement between them. Any changes which may be mutually agreed upon by and between the CITY and CONSULTANT shall be effective and enforceable only after a written amendment to this Agreement has been duly authorized by Council and executed by both parties.

IN WITNESS WHEREOF, the City of Atlanta, by and through its duly authorized officials, and CONSULTANT, have executed this agreement, attested same, and affixed their respective seals hereunto, as of the day and year first above written.

**CITY OF ATLANTA
ATTEST:**

**CONSULTANT
ATTEST:**

Shirley Franklin, Mayor

Terrance B. Osley

Municipal Clerk

Sworn to and subscribed before me
this ____ day of November, 2008.

Greg Giornelli
Chief Operating Officer

Notary Public

Lee Hannah
Interim Chief Financial Officer

Adam L. Smith
Chief Procurement Officer

Approved As to Form:

Elizabeth Chandler
City Attorney



CITY OF ATLANTA

Shirley Franklin
Mayor

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55 TRINITY AVENUE, SW
ATLANTA, GA 30303
(404) 330-6204 Fax: (404) 658-7705
Internet Home Page: www.atlantaga.gov

DEPARTMENT OF PROCUREMENT
Adam L. Smith, Esq., CPPB
Chief Procurement Officer
asmith@atlantaga.gov

October 14, 2008

PROCUREMENT CODE SECTION 2-1191.1 SPECIAL PROCUREMENT DESIGNATION FC-4844

Pursuant to Atlanta City Code Section 2-1191.1, the Chief Procurement Officer may initiate a procurement above the small purchase amount specified in Section 2-1190 where he/she determines that an unusual or unique situation exists that make the application of all requirements of competitive sealed bidding or competitive sealed proposals contrary to the public interest and such procurement does not technically qualify as a sole source procurement under Code Section 2-1191. Any special procurement under this Section shall be made with such competition as is practicable under the circumstances. A written determination of the basis for the procurement and for the selection of the particular contractor shall be included by the chief procurement officer in the contract file.

This special procurement request is made to procure professional services, in order to provide professional financial services on behalf of the Executive Offices, Office of the Mayor.

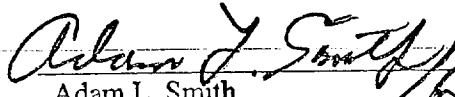
Having conducted an investigation of the available sources regarding the materials, goods and/or services stipulated herein pursuant to § 2-1191.1 of the City of Atlanta Code of Ordinances, Special Procurement, my findings are the following:

- 1) It has been determined that because of the specialized service and time constraints, the application of all requirements for competitive sealed bidding would not apply. It has also been determined that such procurement does not technically qualify as a sole source.
- 2) The City has recently identified a potential candidate to fill the vacant Chief Financial Officer ("CFO") position. Additionally, the CFO is in need of a team of highly qualified resources to assist with the implementation of a reform plan for the Department of Finance ("DOF"). The two candidates, Mr. Terrance B. Osley and Mr. Ian Cooper, offer an immense amount of experience in improving financial operations, processes and organizations such as those at the City.

Re: FC-4844, Special Procurement for *Professional Financial Services*
October 14, 2008
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- 3) The potential impact of delaying these efforts may continue to severely impair the City's financial processes, management, analysis and organizational structure. A turnaround plan has been developed that will include a combination of new leadership, pro-bono consulting services, and professional services contracts with firms or individuals who will have the skill set needed to effectively execute the overall plan.

I, Adam L. Smith, by the authority vested in me pursuant to § 2-1191.1 of the City of Atlanta Code of Ordinances, do hereby approve, direct and authorize the special procurement for professional services to be provided by Mr. Terrance B. Osley and Mr. Ian Cooper.


Adam L. Smith

BAZ



CITY OF ATLANTA
Office of the Chief Operating Officer
Greg Giornelli
55 Trinity Avenue, SW
Atlanta, GA 30335-0300

MEMORANDUM

To: Adam Smith, Chief Procurement Officer
From: Greg Giornelli, Chief Operating Officer *GG*
Date: October 13, 2008
Ref.: Request for Special Procurement

The purpose of this memo is to request approval of a Special Procurement that would authorize two personal services contracts, one with Terrance B. Osley and another with Ian Cooper.

Over the course of the past year, a number of limitations have become apparent in the City's financial processes, management, analysis and organizational structure. These limitations have played a central role in creating an operating deficit of \$41 million in FY2008. They have also contributed to increased costs in our pension plans and health costs – a total of more than \$80 million in added annual costs since 2002. The need to address these limitations is especially critical in light of the extraordinary uncertainty in today's economy and financial markets. As but one example of the impact of today's economy, the City's sales tax revenues are down 3% in the first quarter of FY2009, a number which would translate to a \$17 million decline in overall revenues if our other sources of funds are similarly impacted.

We have developed a multi-prong strategy for developing and implementing a turnaround plan that will include a combination of new leadership, pro-bono consulting services, and the professional services contracts with firms or individuals with the skill set we need to effectively execute the plan.

The City has recently identified a candidate to fill the vacant Chief Financial Officer position. Recognizing that the current staff cannot simultaneously run the day to day operations of the Department of Finance and execute a comprehensive turnaround plan, the proposed CFO is seeking to bring on board a team of outside resources to implement the reforms in financial processes, management, analysis and organizational structure. Two of the proposed team members are highly experienced CPA's with the financial and accounting skills perfectly suited for the implementation of the reform plan. These individuals, Mr. Terrance Osley and Mr. Ian Cooper, were both initially identified as part of a broader search to fill the CFO position.

Mr. Osley, who is currently the Director of the Performance Improvement-Finance Effectiveness at PriceWaterhouse Coopers, and Mr. Cooper, who is a Senior Manager at Deloitte Consulting LLP, have both led efforts in large public and private entities – including the World Bank and a number of Fortune 200 companies – to improve financial operations, processes and organizations, and to redesign financial close-out operations, which are areas where the City needs specific and immediate assistance.

The Department of Finance has been operating with vacancies in its major leadership positions for several months. Time is of the essence, as this administration has less than 15 months remaining to reform its financial operations and establish financial stability for the next Administration. Mr. Osley and Mr. Cooper will be instrumental in that effort. My request is that a Special Procurement be developed and forwarded to City Council for authorization of a contract for personal services with these two individuals. I attach the draft contracts with these individuals, as well as their resumes outlining the relevant experience and skills.

25 Pasture Trail
Somerset, NJ 08873

Terrance B. Osley, CPA

phone: (732) 841-6228/email: osleyterrance@aol.com

PROFESSIONAL SUMMARY

A seasoned executive and leader with a proven record of delivering on finance transformation initiatives over 20+ years in consulting and industry, all with global leaders. Highly skilled at improving finance organizational performance and processes, setting the right objectives and adhering to success factors and key performance measurement to ensure stated objectives are met. Instrumental in evaluating and implementing change to organizational models and in evaluating Finance's global talent pool by conducting thorough assessments of core competencies as a basis for formal training programs aimed at further developing finance professionals into world class performers. Skilled in driving the visioning, selection, and implementation processes for enabling technologies based upon critical customer requirements. Highly proficient in change management with strong customer focus and relationship building skills that has yielded \$multi-million cost reductions, enhanced effectiveness, and created real value for organizations. Fluent in Spanish.

EXPERIENCE

PRICEWATERHOUSECOOPERS ADVISORY SERVICES – Philadelphia, PA 5/2005 - Present
Director, Performance Improvement – Finance Effectiveness Practice
Clients have included: Tyco International, Jones Apparel Group, Rockwood Specialty Chemicals, JLG Industries, General Dynamics, AES Global Power Company.

Client Need: Major \$12Billion energy client had grown significantly through hyper global acquisition activity. Having experienced a series of financial restatements resulting from identified weaknesses in their accounting and reporting, the new CFO chose to address the company's people issue to determine whether Finance had the right people with the right skillsets in the right roles to meet its business, service, and reporting objectives.

Accomplishments: Worked with senior finance leadership team and designed comprehensive competency models for all key processes across Finance (15), and led a global team of 125 PwC technical and leadership SMEs in the successful execution of an enterprise-wide finance skills assessment of 500+ people (over 750 assessments) across 4 global regions to determine skill deficiencies. Direct benefits included: identification of solid capabilities and developmental opportunities, the rationalization and redeployment of people, along with the creation of a finance professional development program tailored to individuals, which also provided a basis for succession planning while the competency models were leveraged to enhance ongoing recruitment efforts.

Client Need: Successful \$5Billion industrial products client, growing globally through acquisition, but principally within Europe, had migrated many of its accounting processes into a central location to service 12 countries. The resulting service center experienced high turnover, excessive closing cycle times, poor customer satisfaction, superfluous reporting, and a host of issues resulting from unclear and non-standardized requirements and the lack of a governance model.

Accomplishments: Assessed the accounting center, designing and facilitating the implementation of a series of quick fixes that included a best practices regional shared service model, streamlined processes, redesigned management reporting, a viable service level agreement and performance measurement model, improved communications to/from key stakeholders, defined roles and responsibilities, a training model that addressed multicultural, multi-regulatory needs, and the establishment of a high-performing center of excellence.

Client Need: Growing \$7B Retail and Consumer Products Company was challenged with improving organizational performance across all functions to better meet customer requirements. For the CFO, this equated to determining the appropriate finance operating model and staffing complement while lowering finance's cost-to-serve by reducing function costs by a minimum of 20%.

Accomplishments: Performed a comprehensive evaluation of Finance's organization structure, alignment and staff size given business strategy and requirements, assessed current state processes and provided an essential baseline of performance through both quantitative and qualitative analysis, made recommendations for modifications to existing structure, processes, policies and procedures to standardize, simplify, and streamline workflow. Provided an implementation roadmap that set priorities and also included a detailed action plan. Company was able to exceed objectives and reduced costs through productivity savings >25%.

Client Need: Emerging \$4B global Chemical Manufacturer, who had recently gone public through an IPO, needed to quickly establish a corporate Finance structure and provide policies and procedures to its business units in a formal document of record of financial controllership and accounting principles through a global accounting policy manual.

Accomplishments: Designed, developed, and published a comprehensive manual (via company Intranet) that detailed critical accounting principles to ensure all controllership activities were conducted consistently and appropriately across the globe. It provided clear guidance and direction to achieve the businesses' objectives based upon US GAAP. Key to its appeal and success was the inclusion of illustrative examples and creating awareness of Corporate's policy for all significant accounting events. Essentially, the manual served to effectively assign responsibility for recording economic events and fair presentation of financial statements to local management and successfully created a logical bridge between IAS/IFRS and USGAAP for all international reporting entities.

INDEPENDENT CONTRACTOR-CONSULTANT Barcelona, Spain; Atlanta, GA 7/2003 – 5/2005

Client Need: A major initiative in the Global Strategic Sourcing Group for one of the world's leading beverage companies was the need to determine a means to better evaluate the liquidity and solvency of its major international suppliers as a key component to their vendor evaluation program and supplier scorecard.

Accomplishments: Performed financial analyses of suppliers across 15 countries, developing economic models to score suppliers based on weighted financial risks and facilitated the rationalization and further investment in key suppliers throughout Europe, Asia, and Latin America.

Client Needs: Several small businesses in both development (software application provider) and initial growth (Internet business) stages were in need of developing business cases and supporting business plans to attain funding required to fuel strategy execution.

Accomplishments: Directed business teams through stages of defining value proposition, planning, and economic model development to determine expected cash flows and investment ROI. Additionally, was responsible for leading senior management through planning and execution of established initiatives. The strength of the business plans and proposals were instrumental in attracting investors and gaining loan approvals from lenders.

IBM GLOBAL SERVICES, (formerly of PwC Consulting) New York, NY 7/2000 – 6/2003
Principal Consultant. Clients included: PepsiCo, Johnson & Johnson, Wyeth, Exide Technologies, Louisville Gas & Electric (EON), PowerGen, Plc.

Finance and change management lead consultant, who managed multimillion-dollar process and technology integration engagements and successfully led and delivered results on key initiatives.

Accomplishments:

- Redesigned the financial close to report processes for major Fortune 100 companies – enterprise-wide – resulting in productivity savings >20% and cycle time reduction > 30%.
- Led the change management project and benefits realization process for a leading global Pharma company in a \$150MM ERP (SAP and Documentum) deployment throughout supply chain and R&D, delivering benefits that exceeded expectations with an ROI of >35%. Change management processes included business process redesign, organizational alignment, change readiness assessment, stakeholder management, communications, and training.
- Led finance effort in developing economic models for business case ROI as support to capital appropriation requests for a top global consumer products company in their technology initiative across all major sectors in their data synchronization project business case (\$40MM appropriation).
- Enhanced operational and financial scorecard metrics determination and reporting for a major industrial products company (Auto) for their extensive sales branch network integration during major acquisition.
- Led diagnostic/assessment of finance function for major energy client in UK associated with key pre-acquisition activities, disclosing merger integration strategy of finance and process efficiencies based upon benchmarking studies and best practices, as well as systems integration opportunities.

HONEYWELL (ALLIEDSIGNAL, INC.), Morristown, NJ

9/1995 – 5/1999

Senior Manager and Sector Controller, Engineered Materials

Directed the closing and consolidation processes for a \$5billion sector while leading a department of 50 located in US and Europe. Served as the principal finance lead on due-diligence teams for 2 major acquisitions in Europe. Successfully managed 3 major initiatives to strengthen and enhance Finance, improving management reporting, operational efficiencies, and effectiveness.

Accomplishments:

- Accelerated the close process (10 to 3 days), improving productivity by >60%;
- Reengineered accounting departments to self-directed work teams, eliminating redundant roles and producing annual cost savings of over 25% vs. plan, producing fundamental change in focus from transactional activities (70% of time) to decision support activities (60%) within first year of assuming post.;
- Outsourced accounting, migrating transactional processes and activities into a corporate shared services operation and better meeting customer requirements while yielding additional gains of 20%.

H&A GEN-DAZS (PILLSBURY/GRANDMET PLC.), Teaneck, NJ

6/1991 – 8/1995

Manager of Operations Analysis, Worldwide Operations

Directed the consolidation and review of company's Cost of Sales, serving as principal liaison to VP of Worldwide Operations for all major supply chain initiatives, which included analyzing project financials for major capital investments and performing post-implementation reviews of capital spending on planned/actual ROI. Responsible for cost of sales/inventory input into all planning cycles, as well as departmental budgets, designing economic models that improved determination of over/under-utilization of manufacturing lines and resulting impacts to working capital and income for inventory builds, low cost facility, and other relevant output metrics. Additionally, implemented finance structure into new manufacturing facility in France.

PHILIP MORRIS – KRAFTGENERALFOODS, Philadelphia, PA

5/1989 – 6/1991

Operations Cost Manager, Dairy Division

- Directed planning and forecasting, operational analyses, management reporting, internal controls assessment, and cost accounting activities for all ice cream and cultured products plants within Dairy Division including direct responsibility for accounting and control at 14 plants.
- Served as principal finance liaison to Operations VP and as the project analyst for major investments in plant and equipment throughout the division.

JOHNSON & JOHNSON, New Brunswick, NJ

12/1983 – 5/1989

Supervising Senior Auditor, Worldwide Headquarters

- Led diverse teams on financial, IT, and operational audits at company affiliates throughout the world.
- Performed special operational assessments as requested by local country management, improving effectiveness, efficiency and control environments.

WRITING SABBATICAL IN SPAIN (BALEARIC ISLANDS)

5/1999 – 6/2000

EDUCATION**UNIVERSITY OF PENNSYLVANIA**

M.S., Organizational Dynamics & Development, Executive Program; High Honors Graduate 1994;
University of Hong Kong (1993 Summer Studies); University of Cologne (Fachhochschule Köln), Germany -
1992 Summer Studies)

SETON HALL UNIVERSITY

B.S., Accounting; Honors Graduate; Beta Alpha Psi – National Honorary Society 1983

IAN M. COOPER

Atlanta, Georgia

Mobile: (404) 444-2832

E-mail: IanMCooper@gmail.com

CAREER HIGHLIGHTS

Senior level executive with over 15 years of leadership and delivery experience in Finance and Accounting. Achieved significant improvement in complex organizations through a balanced focus on process effectiveness and efficiency, technology, and change management. Developed and managed successful relationships with client executives and staff.

- 18 Years of Finance/Accounting Strategy, Operations, Improvement, and Transformation Experience
- Achieved Cost Reductions of Over 20% for Multiple Fortune 500 Companies while Enhancing Value, Accuracy, and Control
- Specialties Include Planning/Budgeting/Forecasting, Operational Improvement, Reporting, Financial Close, Policy Design/Compliance, Talent Development, and Change Management
- Significant Technology Integration Experience Focused on Driving Results and Value
- MBA and Certified Project Management Professional (PMP)

PROFESSIONAL EXPERIENCE

Deloitte Consulting LLP, Atlanta, Georgia

2006-

\$10 billion dollar Consulting, Audit, Tax, and Advisory firm assisting complex organizations.

Senior Manager

Deliver consulting services and develop relationships with executives in major corporations to achieve substantial business improvement. Manage teams of 10 to 50 employees.

- Led multiple projects to transform Finance and Business Operations. Improved process efficiency, timeliness, quality, standardization, information relevancy, and value.
- Developed and implemented improvement strategies to achieve sustainable cost reduction, improved budgeting and forecasting, and a disciplined funding allocation.
- Increased the value of Finance while achieving savings of 20% for a major retailer with complex, distributed operations.
- Assessed and improved planning, budgeting, forecasting, reporting, and analysis processes.
- Optimized and integrated technologies to achieve business goals.
- Demonstrated superior leadership, recruiting, and personnel/team development abilities.
- Key clients include: AT&T Mobility/Cingular, AT&T Yellow Pages, Chevron, Wal-Mart, Caterpillar

Cappgemini, U.S. LLC, Saint Louis, Missouri

2000-2005

\$8 billion dollar Consulting, Technology and Outsourcing firm assisting complex organizations.

Senior Manager

Delivered consulting services to help CFOs improve the value and efficiency of their organizations.

- Led multiple, global projects to define the strategy and achieve transformation of service delivery. Improved value, quality, talent, and accountability. Identified and achieved savings of over 25%.
- Managed multiple planning and budgeting projects to improve information and control, while reducing cycle times.